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January 27, 2005

RECORDATION NO. 18618-E FILED

JAN 27 '05 3-36 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Re: Refinancing of 1993 BNSF Railway Company
Leveraged Lease Financing of Railcars (BN 1993-A)

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Amended and Restated Equipment Description (BN 1993-A), dated as of February 2, 2005, between Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee, as lessor (the "Lessor"), and BNSF Railway Company (formerly known as Burlington Northern Railroad Company), as lessee (the "Lessee").

The enclosed document relates to the Equipment Lease Agreement (BN 1993-A), dated as of December 10, 1993, between the Lessee and the Lessor which was recorded with the Surface Transportation Board (as successor to the Interstate Commerce Commission) on December 21, 1993 at 10:45 A.M. under recordation number 18618.

The names and addresses of the parties to the enclosed document are as follows:

Lessee: BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131-2828

Lessor: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration (BN 1993-A)

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The equipment covered as of the date hereof by the aforesaid Memorandum of Amended and Restated Equipment Description consists of 135 Five-Platform, Articulated Double Stack Container Cars bearing the reporting marks within the series BNSF 240040 through BNSF 240177 and BN 64134 and 95 Three-Unit, Drawbar-Connected, Double Stack Container Cars bearing the reporting marks within the series BN 64233 through BN 64326 and BNSF 230038 through BNSF 230137; all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Amended and Restated Equipment Description (BN 1993-A) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, as Lessor and BNSF Railway Company (formerly known as Burlington Northern Railroad Company), as Lessee.

A fee of thirty-two dollars (\$32.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson
Michael D. Robson

Enclosures

EXHIBIT A**UNITS**

| EQUIPMENT | QUANTITY | REPORTING MARKS |
|--|----------|---|
| Five-Platform, Articulated Double Stack Container Cars | 135 | BN 64134; BNSF 240040 through BNSF 240083, inclusive; BNSF 240085 through BNSF 240089, inclusive; BNSF 240091 through BNSF 240143, inclusive; BNSF 240145 through BNSF 240166, inclusive; BNSF 240168 through BNSF 240177, inclusive |
| Three-Unit, Drawbar-Connected, Double Stack Container Cars | 95 | BN 64233; BN 64238; BN 64244; BN 64261; BN 64279; BN 64299; BN 64301; BN 64305; BN 64326; BNSF 230038 through BNSF 230042, inclusive; BNSF 230044 through BNSF 230047, inclusive; BNSF 230049 through BNSF 230053, inclusive; BNSF 230055 through BNSF 230062, inclusive; BNSF 230064 through BNSF 230070, inclusive; BNSF 230072 through BNSF 230088, inclusive; BNSF 230090 through BNSF 230105, inclusive; BNSF 230107 through BNSF 230108, inclusive; BNSF 230110; BNSF 230112 through BNSF 230114, inclusive; |

EQUIPMENT

QUANTITY

REPORTING MARKS

BNSF 230116 through
BNSF 230126, inclusive;
BNSF 230128 through
BNSF 230130, inclusive;
BNSF 230132;
BNSF 230134 through
BNSF 230135, inclusive;
BNSF 230137

18618-E FILED

MEMORANDUM OF AMENDED AND RESTATED EQUIPMENT DESCRIPTION
(BN 1993-A)

JAN 27 '05

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SURFACE TRANSPORTATION BOARD


Memorandum of Amended and Restated Equipment Description, made and entered into as of February 2, 2005, by and between Wilmington Trust Company, as Owner Trustee, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), and BNSF Railway Company (formerly known as Burlington Northern Railroad Company), a Delaware corporation, as Lessee ("*Lessee*").

WITNESSETH:

1. The undersigned have entered into an Equipment Lease Agreement (BN 1993-A), dated as of December 10, 1993 (the "*Lease*"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment.
2. The Lease (or memorandum thereof) was recorded with the Surface Transportation Board (as successor to the Interstate Commerce Commission) on December 21, 1993 at 10:45 A.M. under recordation number 18618 pursuant to Section 11301 of Title 49 of the United States Code.
3. The undersigned now desire to amend and restate the description of all railroad equipment currently subject to the Lease (the "*Equipment*"), the reporting marks and the road numbers of said Equipment. In connection therewith, attached hereto as Exhibit A is a true, correct and complete description of the Equipment and the reporting marks and road numbers of such Equipment as of the date hereof. Said Exhibit A shall amend and restate, effective as of the date first set forth hereinabove, all prior schedules, exhibits or other documents containing a description of the units of railroad equipment subject to the Lease and the reporting marks and the road numbers of said equipment.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By 

Name: Heather L. Williamson
Title: Financial Services Officer

Executed on this 21st day of January, 2005.

BNSF RAILWAY COMPANY

By _____

Name: L. Steven Vollmer
Title: General Director-Finance

Executed on this ____ day of January, 2005.


IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By _____
Name:
Title:

Executed on this ____ day of January, 2005.

BNSF RAILWAY COMPANY


By  _____
Name: L. Steven Vollmer
Title: General Director-Finance

Executed on this 21st day of January, 2005.

STATE OF Delaware)
) SS:
COUNTY OF New Castle)

On this, the 21 day of January, 2005, before me, a Notary Public in and for said County and State, personally appeared Heather L. Williamson, who being by me duly sworn, says that (s)he is the Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on January 21, 2005 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: KIM CARROLL
Notary Public **Notary Public - State of Delaware**
My Commission Expires: **My Comm. Expires May 28, 2006**
Residing in _____

STATE OF TEXAS)
) SS:
COUNTY OF TARRANT)

On this ____ day of January, 2005, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed and sealed on January ____, 2005, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public -
My Commission Expires:
Residing in

(SEAL)

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of January, 2005, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on January ____, 2005 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

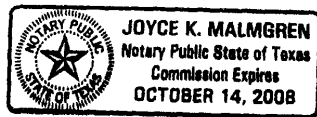
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF TEXAS)
) SS:
COUNTY OF TARRANT)

On this 21st day of January, 2005, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed and sealed on January 21, 2005, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Joyce K. Malmgren
Name:
Notary Public -
My Commission Expires:
Residing in _____

(SEAL)

EXHIBIT A**UNITS**

| EQUIPMENT | QUANTITY | REPORTING MARKS |
|---|----------|---|
| Five-Platform, Articulated Double Stack Container Cars | 135 | BN 64134; BNSF 240040 through BNSF 240083, inclusive; BNSF 240085 through BNSF 240089, inclusive; BNSF 240091 through BNSF 240143, inclusive; BNSF 240145 through BNSF 240166, inclusive; BNSF 240168 through BNSF 240177, inclusive |
| Three-Unit, Drawbar-Connected, Double Stack Container Cars | 95 | BN 64233; BN 64238; BN 64244; BN 64261; BN 64279; BN 64299; BN 64301; BN 64305; BN 64326; BNSF 230038 through BNSF 230042, inclusive; BNSF 230044 through BNSF 230047, inclusive; BNSF 230049 through BNSF 230053, inclusive; BNSF 230055 through BNSF 230062, inclusive; BNSF 230064 through BNSF 230070, inclusive; BNSF 230072 through BNSF 230088, inclusive; BNSF 230090 through BNSF 230105, inclusive; BNSF 230107 through BNSF 230108, inclusive; BNSF 230110; BNSF 230112 through BNSF 230114, inclusive; |

EQUIPMENT

QUANTITY

REPORTING MARKS

BNSF 230116 through
BNSF 230126, inclusive;
BNSF 230128 through
BNSF 230130, inclusive;
BNSF 230132;
BNSF 230134 through
BNSF 230135, inclusive;
BNSF 230137